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OF COUNSEL  
URBAN A. LESTER

April 24, 1998

RECORDATION NO. 16687-01P FILED

APR 6 '99 3-15 PM

 Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D C 20423

Re. Rail Trust No 89-5

Dear Mr. Williams.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies each of the following secondary documents as defined in the Board's Rules for the Recordation of Documents: Lease Supplement No. 9 to Rail Trust 89-5, dated April 5, 1999, and Security Agreement and Trust Indenture to Rail Trust 89-5, Supplement No. 8, dated March 29, 1999.

The enclosed documents relate to the Equipment Lease Agreement previously filed with the Commission under Recordation Number 16687.

The names and addresses of the parties to the enclosed documents are

Lease Supplement No. 9

Lessor:	First Security Bank, N.A. 79 South Main Street Salt Lake City, Utah 84111
Lessee	GE Capital Railcar Associates, Inc. 33 West Monroe Street Chicago, Illinois 60603

Mr. Vernon A Williams  
April 6, 1999  
Page 2

Security Agreement and Trust Indenture  
Supplement No 8

Owner Trustee.      First Security Bank, N A  
79 South Main Street  
Salt Lake City, Utah 84111

Indenture Trustee      U.S. Bank Trust National Association  
(f/k/a First Trust National Association)  
111 East Wacker Drive, Suite 3000  
Chicago, IL 60601

A description of the changes in reporting marks and road numbers of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached to the Supplements.

Also enclosed is a check in the amount of \$52 00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed documents to the undersigned

Very truly yours,



Robert W Alvord

RWA/bg  
Enclosures

**LEASE SUPPLEMENT NO. 9  
TO RAIL TRUST 89-5**

APR 6 '99

3-15 PM

**LEASE SUPPLEMENT NO. 9** ("LEASE SUPPLEMENT NO. 9) between  
FIRST SECURITY BANK, N.A. f/k/a First Security Bank of Utah, N.A., a national  
banking corporation, in its individual capacity as expressly provided herein and otherwise  
solely as Owner Trustee ("Lessor") under RAIL TRUST NO. 89-5, and GE CAPITAL  
RAILCAR ASSOCIATES, INC., a Delaware corporation ("Lessee"), as assignee in  
interest to Itel Rail Corporation

**WHEREAS**, Lessee leased from Lessor certain units of railroad equipment  
pursuant to an Equipment Lease Agreement (the "Equipment Lease") as supplemented,  
dated as of December 14, 1989, between Lessor and Lessee, which was filed and  
recorded with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C.  
Section 11303(a) on December 28, 1989 and given Recordation No. 16687; and

**WHEREAS**, pursuant to Section 4.2 of the Equipment Lease, Lessee shall file  
periodic supplements to the Equipment Lease to reflect changes in the reporting marks of  
certain of the units of Equipment.

**NOW, THEREFORE**, pursuant to the premises and the covenants and promises  
contained in the Equipment Lease, the parties hereby agree as follows:

1. All capitalized terms used herein shall have the meanings ascribed to them  
in the Equipment Lease, unless otherwise stated.

- 0  
~~1~~


2. The Equipment Lease is hereby supplemented as follows:

- (i) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1998  
December 31, 1999.

3. This Lease Supplement No. 9 may be executed in any number of counterparts, all of which taken together shall constitute one and the same Lease Supplement No. 9, and any party hereto may execute this Lease Supplement No. 9 by signing one or more counterparts

**LESSOR:**

**FIRST SECURITY BANK, N.A. f/k/a First  
Security Bank of Utah, N.A.**  
not in its individual capacity but solely as Owner  
Trustee under Rail Trust No. 89-5

By:   
Name: **Jamie A. Mackay**  
Title: **Assistant Trust Officer**  
Date: **3/29/99**

**LESSEE:**

**GE CAPITAL RAILCAR ASSOCIATES, INC.**  
as assignee in interest to IteL Rail Corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

**ACKNOWLEDGED BY:**

**U.S. BANK TRUST NATIONAL ASSOCIATION  
f/k/a FIRST TRUST NATIONAL ASSOCIATION**  
as Indenture Trustee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

STATE OF UTAH )  
 ) SS  
COUNTY OF SALT LAKE )

On this 24th day of March, 1999, before me personally appeared  
Jamie A. Mackay, personally known to me to be the person who executed  
this instrument as Assistant Trust Officer of FIRST SECURITY  
BANK, N.A., and acknowledged to me that the corporation executed it.



NOTARY PUBLIC  
MICHAEL GREEN  
79 SO MAIN ST. 3RD FL.  
S.L.C., UT 84111  
COMMISSION EXPIRES  
SEPT. 10, 2002  
STATE OF UTAH

[Signature]  
Notary Public

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this \_\_\_ day of \_\_\_\_\_, 1999, before me personally appeared  
\_\_\_\_\_, personally known to me to be the person who executed  
this instrument as \_\_\_\_\_ GE CAPITAL RAILCAR  
ASSOCIATES, INC., and acknowledged to me that the corporation executed it.

\_\_\_\_\_  
Notary Public

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this \_\_\_ day of \_\_\_\_\_, 1999, before me personally appeared  
\_\_\_\_\_, personally known to me to be the person who executed  
this instrument as \_\_\_\_\_ U.S. BANK TRUST  
NATIONAL ASSOCIATION, and acknowledged to me that the corporation executed it.

\_\_\_\_\_  
Notary Public

2. The Equipment Lease is hereby supplemented as follows:

- (i) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1998  
December 31, 1999.

3. This Lease Supplement No. 9 may be executed in any number of counterparts, all of which taken together shall constitute one and the same Lease Supplement No. 9, and any party hereto may execute this Lease Supplement No. 9 by signing one or more counterparts

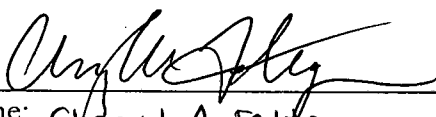
**LESSOR:**

**FIRST SECURITY BANK, N.A. f/k/a First Security Bank of Utah, N.A.**  
not in its individual capacity but solely as Owner  
Trustee under Rail Trust No. 89-5

By: \_\_\_\_\_  
Name:  
Title:  
Date:

**LESSEE:**

**GE CAPITAL RAILCAR ASSOCIATES, INC.**  
as assignee in interest to IteL Rail Corporation

By:  \_\_\_\_\_  
Name: Cheryl A. Feligen  
Title: Executive Vice President  
Date: 4/5/99

**ACKNOWLEDGED BY:**

**U.S. BANK TRUST NATIONAL ASSOCIATION**  
**f/k/a FIRST TRUST NATIONAL ASSOCIATION**  
as Indenture Trustee

By: \_\_\_\_\_  
Name:  
Title:  
Date:

STATE OF UTAH                    )  
                                          )       SS  
COUNTY OF SALT LAKE        )

On this \_\_\_\_ day of \_\_\_\_\_, 1999, before me personally appeared \_\_\_\_\_, personally known to me to be the person who executed this instrument as \_\_\_\_\_ of FIRST SECURITY BANK, N.A., and acknowledged to me that the corporation executed it.

\_\_\_\_\_  
Notary Public

STATE OF ILLINOIS                )  
                                          )       SS  
COUNTY OF COOK                 )

On this 5<sup>th</sup> day of April, 1999, before me personally appeared Cheryl A. Feltgen, personally known to me to be the person who executed this instrument as Executive Vice President GE CAPITAL RAILCAR ASSOCIATES, INC., and acknowledged to me that the corporation executed it.



Ricki Knapp  
Notary Public

STATE OF ILLINOIS                )  
                                          )       SS  
COUNTY OF COOK                 )

On this \_\_\_\_ day of \_\_\_\_\_, 1999, before me personally appeared \_\_\_\_\_, personally known to me to be the person who executed this instrument as \_\_\_\_\_ U.S. BANK TRUST NATIONAL ASSOCIATION, and acknowledged to me that the corporation executed it.

\_\_\_\_\_  
Notary Public

2. The Equipment Lease is hereby supplemented as follows:

- (i) Schedule A attached hereto reflects changes in the reporting marks  
of certain units of Equipment for the period January 1, 1998  
December 31, 1999.

3. This Lease Supplement No. 9 may be executed in any number of  
counterparts, all of which taken together shall constitute one and the same Lease  
Supplement No. 9, and any party hereto may execute this Lease Supplement No. 9 by  
signing one or more counterparts

**LESSOR:**

**FIRST SECURITY BANK, N.A. f/k/a First  
Security Bank of Utah, N.A.**  
not in its individual capacity but solely as Owner  
Trustee under Rail Trust No. 89-5

By: \_\_\_\_\_

Name:

Title:

Date:

**LESSEE:**

**GE CAPITAL RAILCAR ASSOCIATES, INC.**  
as assignee in interest to Itel Rail Corporation

By: \_\_\_\_\_

Name:

Title:

Date:

**ACKNOWLEDGED BY:**

**U.S. BANK TRUST NATIONAL ASSOCIATION  
f/k/a FIRST TRUST NATIONAL ASSOCIATION**  
as Indenture Trustee

By: 

Name: LARRY KUSCH

Title: Asst. Vice President

Date: 3/25/99



STATE OF UTAH                    )  
                                          )  
COUNTY OF SALT LAKE        )

SS

On this \_\_\_\_ day of \_\_\_\_\_, 1999, before me personally appeared \_\_\_\_\_, personally known to me to be the person who executed this instrument as \_\_\_\_\_ of FIRST SECURITY BANK, N.A., and acknowledged to me that the corporation executed it.

\_\_\_\_\_  
Notary Public

STATE OF ILLINOIS            )  
                                          )  
COUNTY OF COOK            )

SS

On this \_\_\_\_ day of \_\_\_\_\_, 1999, before me personally appeared \_\_\_\_\_, personally known to me to be the person who executed this instrument as \_\_\_\_\_ GE CAPITAL RAILCAR ASSOCIATES, INC., and acknowledged to me that the corporation executed it.

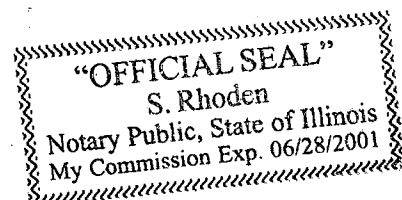
\_\_\_\_\_  
Notary Public

STATE OF ILLINOIS            )  
                                          )  
COUNTY OF COOK            )

SS

On this 25<sup>th</sup> day of March, 1999, before me personally appeared LARRY KUSCH, personally known to me to be the person who executed this instrument as Asst. Vice President U.S. BANK TRUST NATIONAL ASSOCIATION, and acknowledged to me that the corporation executed it.

S. Rhoden  
Notary Public



**SCHEDULE A**  
**CAR MARK CHANGES 1/1/98-12/31/98**

OLD CAR MARK	OLD CAR NUMBER	NEW CAR MARK	NEW CAR NUMBER
CAGY	700	ITLX	700
CAGY	702	ITLX	702
CAGY	703	ITLX	703
CAGY	704	ITLX	704
CAGY	705	ITLX	705
CAGY	706	ITLX	706
CAGY	707	ITLX	707
CAGY	708	ITLX	708
CAGY	709	ITLX	709
CAGY	710	ITLX	710
CAGY	711	ITLX	711
CAGY	712	ITLX	712
CAGY	713	ITLX	713
CAGY	714	ITLX	714
CAGY	715	ITLX	715
CAGY	716	ITLX	716
CAGY	717	ITLX	717
CAGY	718	ITLX	718
CAGY	719	ITLX	719
CAGY	720	ITLX	720
CAGY	721	ITLX	721
CAGY	722	ITLX	722
CAGY	723	ITLX	723
CAGY	724	ITLX	724
CAGY	725	ITLX	725
CAGY	726	ITLX	726
CAGY	727	ITLX	727
CAGY	728	ITLX	728
CAGY	729	ITLX	729
CAGY	730	ITLX	730
CAGY	731	ITLX	731
CAGY	733	ITLX	733
CAGY	734	ITLX	734
CAGY	735	ITLX	735
CAGY	736	ITLX	736
CAGY	737	ITLX	737
CAGY	738	ITLX	738
HS	1411	USLX	20421
HS	1412	USLX	20464
HS	1413	USLX	20477
HS	1414	USLX	20486
SR	22047	USLX	20451
USLX	20416	KYLE	20416
USLX	20455	KYLE	20455
USLX	20475	IAIS	7622